



CORPORATION SERVICE COMPANY

RECORDATION NO. 26912 FILED

APR 09 '07

2:17 PM

SURFACE TRANSPORTATION BOARD



April 6, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 839171/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 04/13/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Primary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Lehigh Inland Cement Limited
12640 Inland Way
Edmonton, AB T5V1K2

Lessor:

CIT Financial (Alberta) ULC
700-4th Avenue SW, Suite 1070
Calgary, AB T2P3J4

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19 day of JAN, 2007, is made by CIT FINANCIAL (ALBERTA) ULC, an Alberta company, with an address at 700 - 4th Avenue SW, Suite 1070, Calgary, AB T2P 3J4, CANADA (the "Lessor"), and LEHIGH INLAND CEMENT LIMITED, a Canadian corporation, with an address at 12640 Inland Way, Edmonton, Alberta T5V 1K2 Canada (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of JAN 19, 2007 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: [Signature]
Name: JOHN MARTIN
Title: VP - LEASING

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LEHIGH INLAND CEMENT LIMITED

By: [Signature]
Name: JEAN PARKS
Title: DIRECTOR, PURCHASING AND COMMUNICATIONS

LEHIGH INLAND CEMENT LIMITED

By: [Signature]
Name: JIM DORRATON
Title: VP/GM

LEHIGH INLAND CEMENT LIMITED

By: [Signature]
Name: [Signature]
Title: [Signature]

LEHIGH INLAND CEMENT LIMITED

By: _____
Name: _____
Title: _____

Schedule A

Number of Cars

Equipment Description

15 3,230 C.F., P.D. covered hopper car

1	CEFX	95790
2	CEFX	95791
3	CEFX	95794
4	CEFX	95847
5	CEFX	95848
6	CEFX	95851
7	CEFX	95852
8	CEFX	95853
9	CEFX	95856
10	CEFX	95860
11	CEFX	95861
12	CEFX	95862
13	CEFX	95863
14	CEFX	95864
15	CEFX	95865